



SpencerFane®

Federal I.D. # 44-0561981

Unsecured Creditors' Committee--PVHC
c/o Randy Royal
Randy L. Royal, P.C.
524 5th Avenue South
Greybull, WY 82426-2322

INVOICE NO.: 569732
INVOICE DATE: 11/02/2016
CLIENT NO.: 5025280
BILL ID: 0275

BILLING SUMMARY

CURRENT INVOICE

Total Legal Fees	25,245.55
Total Disbursements	<u>0.00</u>
Current Total	25,245.55

Please remit to:
SPENCER FANE LLP
P.O. BOX 872037
KANSAS CITY, MO 64187-2037
Phone 816.474.8100 | Fax 816.474.3216

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SUMMARY OF INVOICE

FOR PERIOD ENDED 07/31/2016
(SEE DETAIL ATTACHED)

<u>Matter Number</u>	<u>Matter Description</u>	<u>Fees</u>	<u>Costs</u>	<u>Total</u>
5025280-0001	Case Administration	15,520.00	0.00	15,520.00
5025280-0002	Asset Analysis and Recovery	152.50	0.00	152.50
5025280-0008	Claims Administration and Objections	960.00	0.00	960.00
5025280-0011	Employment and Fee Applications	0.00	0.00	0.00
5025280-0013	Financing and Cash Collateral	0.00	0.00	0.00
5025280-0014	Litigation; Contested Matters and Adversary Proceedings	7,359.30	0.00	7,359.30
5025280-0018	Plan and Disclosure Statement	1,253.75	0.00	1,253.75
5025280-0019	D&O Policy	0.00	0.00	0.00
Invoice Total				<u>25,245.55</u>

Trust Balance	0.00
Other Unapplied Payments	0.00

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Re: File 5025280-0001 Case Administration

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FOR SERVICES RENDERED

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>	<u>Fees</u>
7/1/2016	LFW	Research transcript - locate same and review - provide a copy for Mr. Goldstein's use.	1.50	NO CHARGE
7/1/2016	DVR	Obtain copy of transcript Attorney Scott Goldstein.	0.20	NO CHARGE
7/1/2016	JNC	Telephone call regarding status.	0.10	30.50
7/1/2016	SJG	Telephone calls and familiarize with financial statements and bankruptcy filing documents.	2.00	850.00
7/1/2016	LFW	Review appearance rules and update Mr. Johnson's login and password in District of Wyoming - draft Notice of Appearance and file with the Court.	0.70	NO CHARGE
7/2/2016	LFW	Research the current case activity for this WY case and capture all critical dates/deadlines and obtain procedural items for hard files and update attorney calendars.	1.00	NO CHARGE
7/5/2016	SJG	Review matters with respect to hospital and financials issues and review financial documents concerning same.	2.85	1,211.25
7/5/2016	LFW	Review application to employ, update after receipt of additional orders regarding pro hacs, etc (.8); update attorney calendars with immediate order from Judge regarding scope of stay and review debtors motion to continue 7-7 hearing (.8); finalize the objection to Motion to Enforce Scope of Stay, research the motion to limit notice, create a service list for the case, complete the filing and service of objection - set up further working files and review of further procedure filings (1.5)	3.20	NO CHARGE
7/5/2016	LAE	Analyze issues regarding Debtor's ability to be in Chapter 11 (2.9).	2.90	1,160.00
7/5/2016	AMC	Analyze whether an entity that is created by a governmental entity can file Chapter 11 bankruptcy.	2.60	611.00
7/6/2016	LFW	Research status of case docket activities - update attorney calendars with continuance of Scope of stay hearing and additional follow up items(.7); update doc management with all Pro hac orders, objection filed and request to reschedule items - communications with Court (1.3)	2.00	NO CHARGE
7/6/2016	AMC	Analyze whether an entity created by a municipality can file Chapter 11.	1.70	399.50
7/6/2016	SJG	Review schedules and statement of financial affairs information.	1.75	743.75

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7/7/2016	SJG	Review issues with respect to bankruptcy filing.	0.50	212.50
7/7/2016	SEE	Calendar and docket for Order Continuing Hearing on Debtor's Motion to Enforce Scope of Automatic Stay.	0.25	NO CHARGE
7/8/2016	JNC	Review filings related to payment of debtor's payment of monthly fees and e-mail.	0.70	213.50
7/8/2016	SEE	Calendar upcoming docket items; forward same to Mr. Johnson.	0.50	NO CHARGE
7/11/2016	JNC	Review Court's order establishing payment procedures for debtor's counsel.	0.10	30.50
7/13/2016	SJG	Research and review issues concerning upcoming call with committee.	2.40	1,020.00
7/14/2016	SJG	Prepare for and attend telephone call with committee concerning status.	4.35	1,848.75
7/14/2016	JNC	Review application for employment of Spencer Fane; Edit and revise proposed order granting application. E-mailing with Ms. Epps regarding filing of application.	0.30	NO CHARGE
7/18/2016	SJG	Telephone calls from committee and review issues concerning status.	0.25	106.25
7/19/2016	SJG	Review documents and issues with respect to potential plan of reorganization.	1.40	595.00
7/19/2016	PAP	Call with Mr. Goldstein regarding possible plan.	0.10	41.00
7/19/2016	PAP	Review Mr. Goldstein's outline and research Wyoming law on bad faith claims.	1.80	738.00
7/20/2016	LFW	Follow up on status of the Order approving Spencer Fane Employment - obtain copy of executed order, serve on all interested parties, prepare a Certificate of Service and properly e-file with the Court (.7) research the Court docket of events and update the attorney calendars with additional key dates (.6)	1.30	NO CHARGE
7/20/2016	PAP	Call with Mr. Goldstein to discuss outline of plan.	1.00	410.00
7/21/2016	PAP	Review email from Mr. Goldstein to Mr. Royal regarding insurance.	0.20	82.00
7/21/2016	PAP	Email to Mr. Goldstein regarding same.	0.10	NO CHARGE
7/21/2016	PAP	Review pleadings and orders in insurance declaratory judgment case.	1.70	697.00
7/21/2016	PAP	Email regarding insurance case and employing accountants.	0.40	164.00
7/21/2016	SJG	Telephone calls with committee members and their representatives concerning status.	0.35	148.75

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7/23/2016	PAP	Further review of Debtor's monthly operating report for June 2016.	0.40	164.00
7/25/2016	PAP	Review email and send email regarding case.	0.30	NO CHARGE
7/26/2016	SJG	Telephone calls to and from representatives of committee concerning status.	0.55	233.75
7/26/2016	LFW	Research the case docket of activity and locate all monthly operating report activity, all fee statement activity (.7) gather copies of all fee statements provided by debtor counsel - prepare transmittal for fee activity with sets to committee and update files with same (.8); work with IS to set up links for the large monthly operating report files and all the attachments to same - prepare a transmittal with the links embedded for the committee (1.0)	2.50	NO CHARGE
7/26/2016	LFW	Research Court docket of activity and isolate the two operating reports filed by the Debtors thus far - obtain sets; attempts of delivery to these reports to Committee and other interested parties failed several times - begin research on alternative delivery system.	1.50	NO CHARGE
7/27/2016	PAP	Prepare for conference call.	0.30	123.00
7/27/2016	PAP	Conference regarding potential plan for case.	0.80	328.00
7/27/2016	PAP	Follow-up call regarding same.	0.20	82.00
7/27/2016	PAP	Review financial information regarding District's past performance.	0.40	164.00
7/27/2016	PAP	Email with analysis of financial reports.	0.20	82.00
7/27/2016	SJG	Telephone calls and review issues with respect to letter to committee.	1.20	510.00
7/27/2016	LFW	Further research of the case docket of activity for any deadlines and/or hearing dates - update calendars and records (.4) set up contact lists, link sites and formats for sending the monthly fee statements and monthly operating reports (.6)	1.00	NO CHARGE
7/28/2016	SJG	Prepare letter to counsel for tort claimants and conferences concerning same.	3.40	1,445.00
7/28/2016	PAP	Review draft of letter regarding plan, and provide comments.	0.40	164.00
7/28/2016	JNC	Review Debtor's monthly report.	0.10	30.50
7/28/2016	LFW	Communications with various committee members attempting to pull together a tele-meeting with the members - various e-memos and scheduling efforts.	1.50	NO CHARGE
7/29/2016	PAP	Review lease (excerpt) and memorandum on instrumentality issue.	0.50	205.00

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7/29/2016	PAP	Conference regarding same and regarding D&O insurance.	0.30	123.00
7/29/2016	LFW	Communication with Committee members regarding an attempted tele-meeting next Tuesday - cancel same and circulate cancellation and notify eta of new attempt.	0.50	NO CHARGE
7/29/2016	SJG	Telephone calls and review issues with respect to letter to tort claimants.	1.30	552.50
Total Services				15,520.00

FOR DISBURSEMENTS ADVANCED

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Photocopies	0.00
	Color Photocopies	0.00
7/1/2016	Online Legal Research (75.00)	0.00
7/1/2016	Pacer Search (16.00)	0.00
7/5/2016	Online Legal Research (75.00)	0.00
7/5/2016	Online Legal Research (75.00)	0.00
7/6/2016	Online Legal Research (75.00)	0.00
7/7/2016	Online Legal Research (75.00)	0.00
Total Disbursements		0.00
TOTAL FOR FILE 5025280-0001		15,520.00

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Re: File 5025280-0002 Asset Analysis and Recovery

Invoice for period ended 07/31/2016

FOR SERVICES RENDERED

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>	<u>Fees</u>
7/27/2016	JNC	Review financials from District. E-mailing regarding same.	0.20	61.00
7/28/2016	JNC	E-mailing with state of Wyoming about archived district financial records.	0.10	30.50
7/28/2016	JNC	Review additional budget information from state of Wyoming for district.	0.20	61.00
Total Services				152.50

FOR DISBURSEMENTS ADVANCED

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/19/2016	Online Legal Research (75.00)	0.00
Total Disbursements		0.00

TOTAL FOR FILE 5025280-0002

152.50

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Re: File 5025280-0008 Claims Administration and Objections

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FOR SERVICES RENDERED

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>	<u>Fees</u>
7/8/2016	LAE	Analyze and develop strategy for claims estimation (2.4).	2.40	960.00
Total Services				<hr/> 960.00
TOTAL FOR FILE 5025280-0008				<hr/> 960.00

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Re: File 5025280-0011 Employment and Fee Applications

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FOR SERVICES RENDERED

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>	<u>Fees</u>
7/5/2016	LAE	Review conflicts and prepare employment application, declaration and proposed order (2.8).	2.80	NO CHARGE

Total Services				0.00
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TOTAL FOR FILE 5025280-0011				0.00
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Re: File 5025280-0013 Financing and Cash Collateral

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FOR SERVICES RENDERED

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>	<u>Fees</u>
7/1/2016	JNC	Continue drafting response to motion to use cash collateral.	0.90	NO CHARGE
Total Services				<hr/> 0.00

FOR DISBURSEMENTS ADVANCED

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/1/2016	Online Legal Research	0.00
Total Disbursements		<hr/> 0.00
TOTAL FOR FILE 5025280-0013		<hr/> 0.00

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Re: File 5025280-0014 Litigation; Contested Matters and Adversary Proceedings

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FOR SERVICES RENDERED

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>	<u>Fees</u>
7/1/2016	BTL	Prepare for conference call; attend conference call and creditors committee; review summary of same; coordinate regarding valuation of unliquidated claims; work regarding same and additional research concerning estimation procedure; review comments from Mr. Hunsicker regarding proposed extension and pre-bankruptcy filings.	3.50	820.73
7/5/2016	BTL	Research regarding declaratory judgment action; review D&O policy for potential coverage claims; research regarding insured vs. insured exceptions and application in 10th circuit; work with Mr. Smith regarding estimation procedure research summary; review proposed motion regarding extension; review filing by committee regarding same; review court orders.	5.25	1,231.13
7/5/2016	JNC	Review Debtor's motion to continue hearing on stay of state court litigation.	0.10	30.50
7/5/2016	BDS	Correspond with Mr. Lamer regarding estimation procedures for tort claimants for the purposes of voting/plan reformulation.	0.20	NO CHARGE
7/6/2016	JNC	Review order rescheduling hearing on motion to enforce automatic stay in state court litigation cases.	0.10	30.50
7/6/2016	RCH	Receive and review motion for order estimating tort claims and related papers (1.30); legal research regarding 502(c) (1.60).	2.90	548.10
7/6/2016	BDS	Find case law discussing claims estimations and cross reference those cases with case dockets on Bloomberg; read publication regarding management of mass tort bankruptcies; correspond with Mr. Lamer regarding claims estimation research; receive instruction regarding claims estimation memorandum; and begin preparing memorandum regarding claims estimations.	1.16	NO CHARGE
7/6/2016	BTL	Review judicial resource concerning claims estimation procedures; meeting with Mr. Peterson regarding research concerning declaratory judgment, transfer of actions and creditor committee claim to D&O policy when insured v insured exception; D&O insurance documents and prepare summary of same; coordinate regarding estimation procedures and prior tort claims.	3.50	820.75
7/7/2016	BDS	Further prepare memorandum regarding estimation procedures for tort claimants.	2.81	NO CHARGE
7/7/2016	BDS	Further prepare memorandum regarding claims estimation procedures.	0.73	NO CHARGE

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7/8/2016	BDS	Further prepare memorandum regarding estimation procedures for the purposes of voting and plan reformulation.	3.61	NO CHARGE
7/8/2016	BTL	Review claims estimation procedure research.	0.75	175.88
7/9/2016	RCH	Continue research regarding 502(c) procedures.	2.30	434.70
7/11/2016	RCH	Continue analysis of appropriate 502(c) procedures, and prepare memorandum regarding same.	6.90	1,304.10
7/11/2016	BTL	Meeting regarding research issues.	0.50	117.25
7/12/2016	BTL	Work regarding research summary; phone conference regarding same; review summary of same.	1.25	293.13
7/12/2016	RCH	Continue analysis and preparation of memorandum regarding 502(c) procedures (1.60); confer regarding same (1.10).	2.70	510.30
7/13/2016	RCH	Finalize research and memorandum regarding 502(c) procedures.	2.40	453.60
7/14/2016	NMH	Drafted Proposed Order for Spencer Fane Application.	0.30	NO CHARGE
7/18/2016	JNC	E-mailing regarding budgets for hospital district; Confer regarding same.	0.20	61.00
7/19/2016	SMB	Research Powell Hospital District budget audits from last five years.	0.60	NO CHARGE
7/19/2016	MAP	Update memorandum on standing and insured vs. insured exclusions; strategize regarding declaratory action; begin to review Tort Claimants Motion to Intervene in declaratory action.	1.77	NO CHARGE
7/19/2016	BTL	Work regarding D&O insurance claims and creditors committee ability to bring claims; review research findings and caselaw regarding same; coordinate regarding same and review summary of additional research.	1.75	410.38
7/20/2016	MAP	Review and analyze Tort Claimants Motion to Intervene in declaratory action; draft summary of same.	0.40	NO CHARGE
7/22/2016	LL1	Review various Wyoming State Governmental Web Sites and obtain available budget and financial information for Powell Hospital District; telephone conversation with the State Auditor's Office to request audit report information.	2.00	NO CHARGE
7/22/2016	MAP	Review and analyze case law on bankruptcy courts' jurisdiction.	1.29	NO CHARGE
7/25/2016	MAP	Review and analyze case law on bankruptcy courts' jurisdiction.	0.44	NO CHARGE
7/26/2016	MAP	Review and analyze case law on bankruptcy courts' jurisdiction.	2.87	NO CHARGE
7/26/2016	BTL	Review dec action research.	1.75	NO CHARGE

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7/26/2016	LL1	Review audit reports received from the Wyoming State Auditor's Office; forward audit reports and budget documents to Ms. Cotter.	0.40	NO CHARGE
7/27/2016	MAP	Review and analyze case law on bankruptcy courts' jurisdiction.	0.52	NO CHARGE
7/28/2016	MAP	Begin draft of memorandum on bankruptcy courts' jurisdiction.	0.92	NO CHARGE
7/29/2016	BTL	Review summary of issues for research regarding insurance policies; work regarding same.	0.50	117.25
7/29/2016	MAP	Draft memorandum on bankruptcy courts' jurisdiction.	3.48	NO CHARGE
Total Services				7,359.30

FOR DISBURSEMENTS ADVANCED

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/11/2016	Online Legal Research (75.00)	0.00
7/12/2016	Online Legal Research (75.00)	0.00
7/13/2016	Online Legal Research (75.00)	0.00
7/15/2016	Online Legal Research (75.00)	0.00
7/25/2016	Online Legal Research (75.00)	0.00
7/26/2016	Online Legal Research (75.00)	0.00
7/27/2016	Online Legal Research (75.00)	0.00
7/29/2016	Online Legal Research (75.00)	0.00
7/6/2016	Online Legal Research (75.00)	0.00
Total Disbursements		0.00

TOTAL FOR FILE 5025280-0014

7,359.30

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Re: File 5025280-0018 Plan and Disclosure Statement

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FOR SERVICES RENDERED

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>	<u>Fees</u>
7/12/2016	SJG	Review issues with respect to plan and telephone call concerning same.	1.10	467.50
7/20/2016	SJG	Review issues with respect to plan and outline of plan.	1.50	637.50
7/25/2016	SJG	Review issues with respect to status of plan documents.	0.35	148.75
Total Services				<hr/> 1,253.75
TOTAL FOR FILE 5025280-0018				<hr/> 1,253.75

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Re: File 5025280-0019 D&O Policy

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<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>	<u>Fees</u>
7/8/2016	MAP	Review Federal District Court dockets to locate all relevant insurance declaratory judgment actions against Powell Valley.	0.33	NO CHARGE
7/11/2016	MAP	Review and summarize key points of all relevant insurance declaratory judgment actions against Powell Valley.	2.80	NO CHARGE
7/12/2016	MAP	Review and analyze secondary research on insured vs insured exclusions application in a bankruptcy context; begin to review and analyze case law on same.	2.62	NO CHARGE
7/14/2016	MAP	Review and analyze case law on insured vs insured exclusions application in a bankruptcy context.	1.55	NO CHARGE
7/15/2016	MAP	Review and analyze case law to determine creditors' committee's standing to bring mismanagement claims; draft memorandum on insured vs insured exclusions application in a bankruptcy context and creditors' committee's standing.	3.05	NO CHARGE
Total Services				<u>0.00</u>

FOR DISBURSEMENTS ADVANCED

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/12/2016	Online Legal Research (75.00)	0.00
7/14/2016	Online Legal Research (75.00)	0.00
7/15/2016	Online Legal Research (75.00)	0.00
7/20/2016	Online Legal Research (75.00)	0.00
7/21/2016	Online Legal Research (75.00)	0.00
7/22/2016	Online Legal Research (75.00)	0.00
Total Disbursements		<u>0.00</u>
TOTAL FOR FILE 5025280-0019		<u>0.00</u>

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TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>	<u>Standard Rate</u>
Scott J. Goldstein	425.00	25.25	10,731.25	500.00
Philip A. Pearlman	410.00	8.70	3,567.00	410.00
Lisa A. Epps	400.00	5.30	2,120.00	400.00
Jamie N. Cotter	305.00	1.90	579.50	305.00
Bryant T. Lamer	234.50	17.00	3,986.50	355.00
Andrea M. Chase	235.00	4.30	1,010.50	235.00
Ryan Hardy	189.00	17.20	3,250.80	270.00
Totals		79.65	25,245.55	